

**IDL DEVELOPMENT, INC.**  
**Resolution Authorizing Chapter 11 Filing**

The undersigned, being the Secretary of IDL Development, Inc. (the “Company”), hereby certifies, in his capacity as Secretary of the Company and not in his individual capacity, that the following resolutions were passed, in accordance with the requirements of applicable Delaware law:

- RESOLVED:** That, based on factors and information deemed relevant by the directors, it is desirable and in the best interests of the Company, its creditors and other interested parties that the Company file a petition seeking relief under Chapter 11 of Title 11 of the United States Bankruptcy Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Massachusetts.
- RESOLVED:** That Christopher Nagel, the President of the Company, and any person duly authorized by Christopher Nagel (each an “Authorized Person”), is empowered and directed to take action to: (i) prepare and file on behalf of the Company a petition for relief under Chapter 11 of the Bankruptcy Code; (ii) cause the Company to perform its functions and duties as a debtor-in-possession pursuant to the applicable provisions of the United States Bankruptcy Code; (iii) take such steps on behalf of the Company as may be necessary or appropriate to the Company’s Chapter 11 proceeding; (iv) execute and file on behalf of the Company any pleading appropriate or necessary for the Company to fulfill its obligations under the Bankruptcy Code and/or applicable non-bankruptcy law; and (vi) execute such further documents and do such further acts as such Authorized Person may deem necessary or appropriate with respect to the foregoing, the execution of any document or the doing of any act by such Authorized Person in connection with such proceedings to be conclusively presumed to be authorized by this vote.
- RESOLVED:** That the Company may engage and retain Murphy & King, Professional Corporation as bankruptcy counsel under general retainer to represent the Company in the Chapter 11 Case, and that the Company may provide such counsel with a fee for its services.
- RESOLVED:** That each Authorized Person is hereby authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, all agreements, instruments, petitions, schedules, motions, lists, affidavits, applications for approvals or ruling of governmental or

regulatory authorities, pleadings, certificates and other papers, and to take and perform any and all further acts and deeds that in the judgment of an Authorized Person shall be necessary, proper or desirable to the Company's Chapter 11 proceeding.

**RESOLVED:** That any and all actions heretofore or hereafter lawfully taken in the name or on behalf of the Company in good faith by any Authorized Person in furtherance of the purposes of the foregoing resolutions or in connection with the transactions contemplated therein are hereby ratified, confirmed, and adopted as the acts and deeds of the Company.

In witness whereof, this Resolution has been executed on the date stated below.

Dated: December 28, 2018

IDL DEVELOPMENT, INC.



By: Christopher Nagel  
Its: Secretary